

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT COURT OF MASSACHUSETTS**

IN RE: NETWORK ENGINES, INC.
SECURITIES LITIGATION

Civil Action No. 03-12529-JLT

**DECLARATION OF JOHN A. LITWINSKI IN SUPPORT OF DEFENDANTS'
MOTION TO DISMISS THE AMENDED CONSOLIDATED COMPLAINT**

I, John A. Litwinski, declare as follows:

1. I am an associate at the law firm of Wilmer Cutler Pickering Hale and Dorr LLP, counsel for Defendant Network Engines, Inc. ("Network Engines") in this action. I have personal knowledge of the matters set forth herein and submit this Declaration in support of the Memorandum of Law in Support of Defendants' Motion to Dismiss the Amended Consolidated Complaint pursuant to Fed. R. Civ. P. 9(b) and 12(b)(6).
2. Attached hereto as Exhibit 1 is a true and accurate copy of Network Engines' November 6, 2003 press release.
3. Attached hereto as Exhibit 2 is a true and accurate copy of Network Engines' SEC Form 10-Q filing dated August 14, 2003.
4. Attached hereto as Exhibit 3 is a true and accurate copy of Network Engines' SEC Form 10-K filing dated December 20, 2002.
5. Attached hereto as Exhibit 4 is a true and accurate copy of Network Engines' SEC Form 10-K filing dated December 23, 2003.
6. Attached hereto as Exhibit 5 is a true and accurate copy of Network Engines' December 10, 2003 press release.

7. Attached hereto as Exhibit 6 is a true and accurate copy of Network Engines' SEC Form 8-K filing dated November 19, 2003.

8. Attached hereto as Exhibit 7 are true and accurate copies of Lawrence A. Genovesi's SEC Form 4 filings dated November 25, 2003, November 28, 2003, and December 2, 2003.

* * *

I declare under penalty of perjury that the foregoing is true and correct.



John A. Litwinski (BBO #650603)
Wilmer Cutler Pickering Hale and Dorr LLP
60 State Street
Boston, MA 02109
(617) 526-6690

Executed August 13, 2004

CERTIFICATE OF SERVICE
I hereby certify that a true copy of the
above document was served upon the
attorney of record for each other party
by mail/hand on August 13, 2004


